

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
CHEVROLET-SATURN OF HARLEM, INC.,	:	09-13558 (REG)
	:	
Debtor.	:	
	:	

-----X	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORPORATION,	:	09-50026 (REG)
	:	
Debtor.	:	
	:	

-----X	:	
In re	:	Chapter 11 Case No.
	:	
SATURN, LLC,	:	09-50027 (REG)
	:	
Debtor.	:	
	:	

-----X	:	
In re	:	Chapter 11 Case No.
	:	
SATURN DISTRIBUTION CORPORATION,	:	09-50028 (REG)
	:	
Debtor.	:	
	:	

**ORDER PURSUANT TO FED. R. BANKR. P. 1015(b)
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the Motion, dated June 1, 2009 (the "Motion"),¹ of General Motors

Corporation and certain of its subsidiaries, as debtors and debtors in possession in the above-

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

captioned chapter 11 cases (collectively, the “Debtors”), pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the U.S. Treasury, (iii) the attorneys for EDC; (iv) the attorneys for the agent under GM’s prepetition secured term loan agreement, (v) the attorneys for the agent under GM’s prepetition amended and restated secured revolving credit agreement, (vi) the holders of the fifty largest unsecured claims against the Debtors (on a consolidated basis), (vii) the attorneys for the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, (viii) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America, (ix) the United States Department of Labor, (x) the attorneys for the National Automobile Dealers Association, and (xi) the attorneys for the ad hoc bondholders committee, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the

Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that the above-captioned chapter 11 cases are hereby consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned cases; and it is further

ORDERED that the caption of the jointly administered cases shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., et al.,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

; and it is further

ORDERED that a docket entry shall be made in the chapter 11 cases of Chevrolet-Saturn of Harlem, Inc., General Motors Corporation, Saturn, LLC and Saturn Distribution Corporation substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Chevrolet-Saturn of Harlem, Inc., General Motors Corporation, Saturn, LLC, and Saturn Distribution Corporation.

The docket in Case No. 09-50026 (REG) should be consulted for all matters affecting this case.

; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York

June 1, 2009

S/ Robert E. Gerber

United States Bankruptcy Judge